

Constitution  
of the  
**Interwinery Analysis Group Incorporated**

Amended April 2002

**Constitution of the Interwinery Analysis Group Incorporated**

1. The name of the Group is THE INTERWINERY ANALYSIS GROUP INCORPORATED (Herein after called "THE GROUP")

**Objects**

2. The object for which the GROUP is established are:
  - A. To establish by regular cross analysis and evaluation of the results obtained, a high level of proficiency in the field of wine analysis.
  - B. To encourage investigation and research in all aspects of analytical methods relevant to wine and wine related products.
  - C. To secure for members of THE GROUP the advantage of co-operation and unity of action.
  - D. To hold meetings and generally encourage the acquisition and dissemination of useful information relating to wine and wine related products.
  - E. To adopt the following codes of professional ethics:
    - i. In the pursuit of their profession, all members of THE GROUP shall observe and be bound by the following code of ethics.
    - ii. A member shall endeavour to advance the profession of analytical methodology and techniques in wine science by participating in the meetings and activities of THE GROUP.
    - iii. A member shall not imply or use the name of THE GROUP in any promotional documentation.
    - iv. A member shall not make any public statements purporting to be the policy of THE GROUP without specific permission of all members of THE GROUP.

- v. A member shall not, except in circumstances establishing privileges at law, make disparaging remarks or unjustified comment about other members.
- F. Reasonable criticism of a member's conduct or views at a meeting of THE GROUP shall be privileged.
- G. The income of THE GROUP shall be applied solely towards the promotion of the objects of THE GROUP as set forth in this Constitution and no position thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of THE GROUP.
- H. If upon the winding up or dissolution of THE GROUP there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of THE GROUP but shall be given or transferred to some other Group, Society or Body having objects similar to the objects of THE GROUP and whose Constitution shall prohibit the distribution of its or their income among its members.
- I. True accounts shall be kept of the sums of money received and expended by THE GROUP. The accounts shall be open to the inspection of the members.

### **Articles of the Interwinery Analysis Group Incorporated**

1. In these relations "THE GROUP" means "The Interwinery Analysis Group Incorporated".

#### **Members**

2. The members of THE GROUP shall consist of:
  - i) Any Organisation or Member deemed eligible by the Committee of THE GROUP.

#### **Fees**

3. All members, other than honorary, shall pay fees, determined by the Committee on an annual basis.

#### **Termination of Membership**

4. Members of THE GROUP shall be terminated in the following circumstances:
  - A. When the Secretary receives written notice of resignation from a member,
  - B. By resolution of the Committee after members have been served with 90+ days invoices outstanding and no reason to vindicate the action have been provided to the Committee by the member. Such a resolution shall be by simple majority vote of the Committee.

- C. By resolution of the Committee when for three consecutive occasions, the member has failed to submit results and has not indicated to the Committee reasons to vindicate the action, and
  - D. Any member failing to abide by the objects in the Constitution as determined by the Committee.
5. A member who for any cause whatsoever ceases to be a member of THE GROUP shall not have any claim monetary or otherwise upon THE GROUP or its funds.

### **Meetings**

- 6.
- A. General meetings shall be held during each calendar year, usually during the months of May to December. Committee meetings shall be held at times determined by the Committee.
  - B. The venues for such meetings shall be determined by the Committee and members notified by verbal and written communication as appropriate.

### **Committee**

7. There shall be at least five Office Bearers, Chairperson, Immediate past Chairperson, Secretary, Statistics Secretary, Treasurer; and not less than two Committee Persons. A Committee member may hold more than one office at the discretion of the Committee. Where the Chairperson has been elected for second and subsequent terms, a deputy Chairperson may replace the Office of Immediate past Chairperson.

### **By-Laws**

#### **8.1**

- A. The Committee shall have such power from time to time to make, amend and repeal such By-Laws as in its opinion are necessary and desirable for the proper control, administration and management of THE GROUP'S operations, affairs, interests, offers and property.
- B. Every By-Law when in force shall be binding on all members and shall have the same effect as the Articles.
- C. In addition to the power of the Committee as set out in sub-paragraph 8.1 (A) hereof any By-Law made by the Committee may be amended by the members or repealed at a meeting subject to the provisos hereinafter mentioned.
- D. Proposal for By-Laws or the Amendment of By-Laws may be initiated by the Committee or by a written submission to the Secretary over the signatures of not less than thirty percent (30%) voting members of THE GROUP.

E. Each proposal shall be considered by the Committee and shall be communicated to all members prior to being amended or repealed.

F. Amendment or repeal of an existing By-Law must be ratified by simple majority vote of members. The procedure for such ratification shall be provided in the By-Laws.

G. Members shall be notified of alterations to the By-laws by the Committee causing details of such alterations to be published in the minutes of the subsequent meeting after such alterations.

## **Notices**

8.2 A notice may be given by THE GROUP to any member either personally or by sending it by facsimile, email or post to the registered address supplied by the member of THE GROUP.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of meeting when the letter containing the same is posted and in any other case at the time when the letter would have been delivered in the ordinary course of post. Where a notice is sent by fax or email, the transmitted acknowledgement deemed is sufficient evidence of acceptance.

## **Classes of Membership**

### **8.3 Industry**

A laboratory of a winery or wine packaging facility.

#### **Associate**

A Government or Government affiliated Institution or Statutory Body which is actively involved in the analytical assessment of wine and wine related products.

#### **Affiliate**

The Representative of a laboratory which is involved in the analytical assessment of wine and wine related products.

#### **Honorary**

A person or body invited by the Membership to join THE GROUP.

## **Application for Membership**

8.4 An application for membership of THE GROUP shall be lodged on an official application form. The completed application form shall be forwarded to the Committee.

The application form shall be presented to the Committee at the next Committee meeting.

The Committee shall examine the application and make a recommendation.

The Committee shall notify all members of the decision according to By-Law 8.2.

The Committee shall notify the applicant of the decision.

### **Accounts and Audit**

8.5 Once at least in every year the accounts of THE GROUP shall be examined independently by an external Auditor approved by the Committee who shall report in writing to the members of THE GROUP.

### **Fees**

8.6 Fees shall fall due on the first day in September each year and shall be payable to the Treasurer within 30 days of issue of invoices. The financial year of THE GROUP shall be September to August.

The annual fees for the ensuing year shall be determined by the Committee not later than July.

The Committee shall notify all members of fee charges prior to the thirty-first day of July for the forthcoming financial year.

### **Voting**

8.7 Each member shall be entitled to one vote.

Whenever a ballot is required the Committee shall notify all members according to By-Laws 8.2 Notices, presenting the issue as tabled by the Committee.

Members shall be required to respond to such an article within 30 days of receipt. The counting of votes shall be the responsibility of two Committee persons who shall inform the Committee of the result.

The Committee shall notify all members according to By-Law 8.2, within one calendar month of a result being declared.

### **Election of Officers**

8.8 The Officers shall be elected for a term of Office of two years. Each year half of the Committee positions shall be declared vacant. In the subsequent year, the other positions being declared vacant. A Public Officer shall be elected by the Committee from one of the Committee members.

### **Meetings**

8.9 At the first Committee meeting of each calendar year, the nominations for the Committee positions shall be sought. At the second Committee meeting nominations for the Committee persons shall be tabled and, if necessary a ballot arranged. The Committee shall then issue ballot papers to all members according to By-Law 8.7 within fourteen days.

At the next Committee meeting, the votes shall be counted according to By-Law 8.7, and the new Committee determined. The new Committee shall be announced to the members by written or verbal communication as appropriate.

An Annual General Meeting shall be held once per calendar year.

## **Office Bearers**

8.10

### **Chairperson**

Shall conduct the proceedings of each meeting.

### **Immediate Past/Deputy Chairperson**

Shall advise and assist the Chairperson in their duties.

### **Secretary**

Shall arrange minutes to be taken at all meetings.

May notify members of meetings and distribute minutes and agendas of all meetings.

May liaise with Organisations on behalf of THE GROUP in accordance with decisions made by THE GROUP.

### **Statistics Secretary**

Shall coordinate the statistical evaluation of the results of all proficiency tests undertaken by THE GROUP and distribution of results to members.

### **Treasurer**

Shall control the finances of THE GROUP.

### **Committee Person**

Shall assist with the administration of THE GROUP specifically in areas such as procuring samples, freight control, membership and statistical evaluation of the results.

### **Public Officer**

Shall liaise with corporate affairs and the community at large on behalf of THE GROUP in accordance with the Incorporations Act.